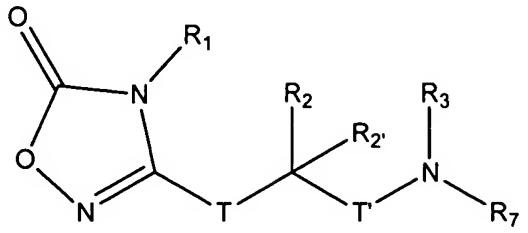
AMENDMENTS TO THE CLAIMS:

1. (Original) A compound selected from the group represented by Formula I:



Formula I

wherein:

T and T' are independently a covalent bond or optionally substituted lower alkylene;

R_1 is hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, or optionally substituted heteroaralkyl-;

R_2 and $R_{2'}$ are independently hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl; or R_2 and $R_{2'}$ taken together form an optionally substituted 3- to 7-membered ring which optionally incorporates from one to two heteroatoms, selected from N, O, and S in the ring;

R_3 is hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, optionally substituted heteroaralkyl-, $-C(O)-R_6$, or $-S(O)_2-R_{6a}$;

R_6 is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, R_4O- or R_5-NH-;

R_{6a} is optionally substituted alkyl, optionally substituted aryl, optionally substituted alkylaryl, optionally substituted heteroaryl, optionally substituted alkylheteroaryl, or R_5-NH-;

R_7 is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl;

or R_7 taken together with R_3, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, chosen from N, O, and S in the heterocycle ring;

or R_7 taken together with R_2 form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, chosen from N, O, and S in the heterocycle ring;

R_4 is optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl; and

R_5 is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl;

(Formula I including single stereoisomers and mixtures of stereoisomers);

a pharmaceutically acceptable salt of a compound of Formula I;

a pharmaceutically acceptable solvate of a compound of Formula I; or

a pharmaceutically acceptable solvate of a pharmaceutically acceptable salt of a compound of Formula I.

2. (Original) A compound of claim 1 comprising one or more of the following:

one of T and T' is a covalent bond and the other is a covalent bond or optionally substituted lower alkylene;

R_1 is optionally substituted lower alkyl, optionally substituted aryl, or optionally substituted aralkyl;

R_2 is optionally substituted C_1-C_4 alkyl;

$R_{2'}$ is hydrogen or optionally substituted C_1-C_4 alkyl;

R_3 is $-C(O)R_6$;

R_6 is optionally substituted C_1-C_8 alkyl, optionally substituted aryl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, optionally substituted heteroaryl, optionally substituted aryl, $R_{11}O$- or R_{12}-NH-;

R_{11} is optionally substituted C_1-C_8 alkyl or optionally substituted aryl;

R_{12} is hydrogen, optionally substituted C_1-C_8 alkyl or optionally substituted aryl; and

R_7 is hydrogen, optionally substituted C_1-C_{13} alkyl, optionally substituted aryl, optionally substituted aryl-C_1-C_4-alkyl-, optionally substituted heterocyclyl, or optionally substituted heteroaryl-C_1-C_4-alkyl-.

3. (Original) A compound of claim 2 comprising one or more of the following:

T and T' are each a covalent bond;

R_1 is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R_2 is methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, or hydroxymethyl;

$R_{2'}$ is hydrogen;

R_6 is optionally substituted C_1-C_8 alkyl, optionally substituted aryl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, optionally substituted heteroaryl, or optionally substituted aryl; and

R_7 is hydrogen, C_1-C_4 alkyl; cyclohexyl; phenyl substituted with hydroxyl, C_1-C_4 alkoxy or C_1-C_4 alkyl; benzyl; or R_{16}-alkylene-, wherein R_{16} is hydroxyl, carboxy, (C_1-C_4 alkoxy)carbonyl-, di(C_1-C_4 alkyl)amino-, (C_1-C_4 alkyl)amino-, amino, (C_1-C_4 alkoxy)carbonylamino-, C_1-C_4 alkoxy-, or optionally substituted N-heterocyclyl-.

4. (Original) A compound of claim 3 comprising one or more of the following:

R_1 is ethyl, propyl, methoxyethyl, naphthyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R_2 is ethyl or propyl;

R_6 is optionally substituted phenyl; and

R_7 is R_{16}-alkylene-, wherein R_{16} is amino, C_1-C_4 alkylamino-, di(C_1-C_4 alkyl)amino-, C_1-C_4 alkoxy-, hydroxyl, or N-heterocyclyl.

5. (Original) A compound of claim 4 comprising one or more of the following:

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

R_2 is i-propyl; and

R_6 is tolyl, halophenyl, methylhalophenyl, hydroxymethyl-phenyl, halo(trifluoromethyl)phenyl-, methylenedioxyphenyl, formylphenyl or cyanophenyl;

R_7 is aminoethyl, aminopropyl, aminobutyl, aminopentyl, aminohexyl, methylaminoethyl, methylaminopropyl, methylaminobutyl, methylaminopentyl, methylaminohexyl, dimethylaminoethyl, dimethylaminopropyl, dimethylaminobutyl, dimethylaminopentyl, dimethylaminohexyl, ethylaminoethyl, ethylaminopropyl, ethylaminobutyl, ethylaminopentyl, ethylaminohexyl, diethylaminoethyl, diethylaminopropyl, diethylaminobutyyl, diethylaminopentyl, or diethylaminohexyl.

6. (Original) A compound of claim 5 wherein R_1 is benzyl.

7. (Original) A compound of claim 1 comprising one or more of the following:

one of T and T' is a covalent bond and the other is a covalent bond or optionally substituted lower alkylene;

R_1 is optionally substituted lower alkyl, optionally substituted aryl, or optionally substituted aralkyl;

R_2 is optionally substituted C_1-C_4 alkyl;

$R_{2'}$ is hydrogen or optionally substituted C_1-C_4 alkyl; and

R_7 taken together with R_3, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, chosen from N, O, and S in the heterocycle ring.

8. (Original) A compound of claim 7 comprising one or more of the following:

T and T' are each a covalent bond;

R_1 is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R_2 is methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, or hydroxymethyl;

$R_{2'}$ is hydrogen; and

R_3 taken together with R_7 and the nitrogen to which they are bound, forms an optionally substituted imidazolyl ring.

9. (Original) A compound of claim 7 comprising one or more of the following:

T and T' are each a covalent bond;

R_1 is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R_2 is methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl,

methylsulfinylmethyl, or hydroxymethyl;

$R_{2'}$ is hydrogen; and

R_3 taken together with R_7, and the nitrogen to which they are bound, forms an optionally substituted imidazolinyl ring.

10. (Original) A compound of claim 7 comprising one or more of the following:

T and T' are each a covalent bond;

R_1 is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R_2 is methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, or hydroxymethyl;

$R_{2'}$ is hydrogen; and

R_3 taken together with R_7 forms an optionally substituted piperazine- or diazepam ring.

11. (Currently Amended) A compound of ~~any of claim 7-10~~ claim 7 comprising one or more of the following:

R_1 is ethyl, propyl, methoxyethyl, naphthyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl; and

R_2 is ethyl or propyl.

12. (Original) A compound of claim 11 comprising one or more of the following

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl; and

R_2 is i-propyl.

13. (Original) A compound of claim 12 wherein R_1 is benzyl.

14. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_3 is $-C(O)R_6$;

R_6 is optionally substituted phenyl;

R_7 is R_{16}-alkylene-; and

R_{16} is amino, C_1-C_4 alkylamino-, di(C_1-C_4 alkyl)amino-, C_1-C_4 alkoxy-, hydroxyl, or N-heterocyclyl.

15. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl; and

R_7 taken together with R_3, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, chosen from N, O, and S in the heterocycle ring.

16. (Original) A compound of claim 1 that is N-(3-amino-propyl)-N-[1-(4-benzyl-5-oxo-4,5-dihydro-[1,2,4]oxadiazol-3-yl)-2-methyl-propyl]-4-methyl-benzamide, or a pharmaceutically acceptable salt, solvate of a compound of Formula I; or solvate of a salt thereof.

17. (Currently Amended) A compound of ~~any of the above claims~~ claim 1 wherein the stereogenic center to which R_2 and $R_{2'}$ is attached is of the R configuration.

18. (Currently Amended) A composition comprising a pharmaceutical excipient and a compound of ~~any one of claims 1-16~~ claim 1.

19. (Original) A composition according to claim 18, wherein said composition further comprises a chemotherapeutic agent other than a compound of Formula I.

20. (Original) A composition according to claim 19 wherein said chemotherapeutic agent is a taxane, a vinca alkaloid, or a topoisomerase I inhibitor.

21. (Currently Amended) A method of modulating KSP kinesin activity which comprises contacting said kinesin with an effective amount of a compound according to ~~any one of claims 1 to 16~~ claim 1.

22. (Currently Amended) A method of inhibiting KSP which comprises contacting said kinesin with an effective amount of a compound according to ~~any one of claims 1 to 16~~ claim 1.

23. (Currently Amended) A method for the treatment of a cellular proliferative disease comprising administering to a patient in need thereof a compound according to ~~any one of claims 1-16~~ claim 1.

24. (Currently Amended) A method for the treatment of a cellular proliferative disease comprising administering to a patient in need thereof a composition according to ~~any one of claims 18-20~~ claim 18.

25. (Currently Amended) A method according to claim 23 ~~or claim 24~~ wherein

said disease is selected from cancer, hyperplasias, restenosis, cardiac hypertrophy, immune disorders, and inflammation.

26. (Cancelled)

27. (Cancelled)